

**THE
GREENBRIER
COMPANIES**

RECORDATION NO 27804 FILED

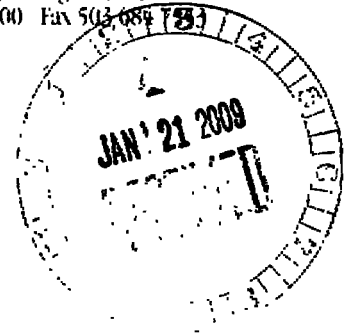
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SURFACE TRANSPORTATION BOARD

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7833



January 20, 2009

Ms. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated October 9, 2008, effective March 1, 2006, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Cemex Construction Materials Florida, LLC
f/k/a Rinker Materials of Florida, Inc.
1501 Belvedere Road
West Palm Beach, FL 33406

A description of the railroad equipment covered by the enclosed document is:

Twelve (12) 3,600 cf rotary open-top quad hopper railcars bearing marks and numbers in the series AOK 762 through AOK 780, non-inclusive, more particularly described in the Railcar List attached hereto as Exhibit A.1.

Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

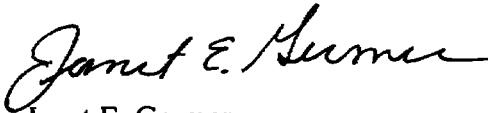
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Ms. Anne K. Quinlan
January 20, 2009
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A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of October 9, 2008 effective March 1, 2006 between Greenbrier Leasing Company LLC, Lessor, and Cemex Construction Materials Florida, LLC, formerly known as Rinker Materials of Florida, Inc... Lessee.

Sincerely,

A handwritten signature in black ink, appearing to read "Janet E. Germer". The signature is fluid and cursive, with the first name "Janet" being more prominent.

Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

***CEMEX CONSTRUCTION MATERIALS FLORIDA, LLC,
formerly known as Rinker Materials of Florida, Inc.
("LESSEE")***

SCHEDULE NO. 1

***DATED: OCTOBER 9, 2008
EFFECTIVE: MARCH 1, 2006***

Memorandum of a Lease Agreement and Schedule No. 1 thereto is made and entered into on October 9, 2008, effective as of March 1, 2006, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and CEMEX Construction Materials Florida, LLC, a Delaware limited liability company, formerly known as Rinker Materials of Florida, Inc. ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twelve (12) 3,600 cf rotary open-top quad hopper railcars bearing marks and numbers as described in the Rail Equipment List attached hereto as Exhibit A.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.


LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: _____

NAME: _____

TITLE: _____


James T. Sharp
President


LESSEE:

CEMEX CONSTRUCTION MATERIALS
FLORIDA, LLC

BY: _____

NAME: _____

TITLE: _____

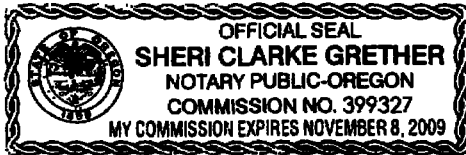

Karl H. Watson, Jr.
President, FL Region

STATE OF OREGON)

) ss.

COUNTY OF CLACKAMAS)

On this 13th day of January, 2008⁹, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that ~~she~~ he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~s/he~~ he acknowledged that the execution of the said instrument was ~~her~~ his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: 11-8-2009

STATE OF Florida)

) ss.

COUNTY OF Palm Beach)

On this 5th day of January, 2008²⁰⁰⁹, before me personally appeared Karl H. Watson, Jr. to me personally known, who being by me duly sworn, says that s/he is the President, FL Region of CEMEX Construction Materials Florida, LLC, formerly known as Rinker Materials of Florida, Inc., and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Sheryl M. Tyson
NOTARY PUBLIC
My commission expires: Sept. 4, 2011

G:\LEASE\2006\CT MIX CONSTRUCTION LEASE & SCHED 1 12 OPEN-TOP HOPPERS 030106 v7.doc

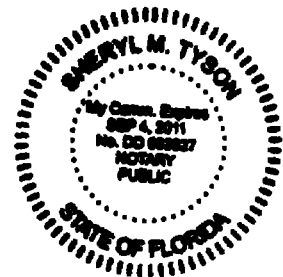


EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number
AOK	762
AOK	765
AOK	766
AOK	769
AOK	770
AOK	771
AOK	772
AOK	775
AOK	776
AOK	777
AOK	779
AOK	780